



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

October 7, 2002

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22572-F FILED
OCT 9 '02 4-01 PM
SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 3, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22572.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ackerman, Beardsley, Bennett, Inc.
168 Battery Street
Burlington, VT 05401


A description of the railroad equipment covered by the enclosed document is forty-seven (47) 5250 cubic foot capacity covered hopper cars, with FURX marks (see Exhibit A for numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Amy Carone
Manager of Documentation

Enclosures

(ABBI022)

RECORDATION NO. 22572-F FILED

OCT 9 '02 4-01 PM

ASSGN. NO.: ABB1022

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 24, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dembrowski

Name: K.A. DEMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

By: Richard E. Seymour

Name: RICHARDE E. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 3rd day of Sept., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of September, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ACKERMAN, BEARDSLEY, BENNETT, INC.

By: [Signature]

Name: DON APPE

Title: PRES

ATTEST:

By: [Signature]

Name: KAREN L. ROWELL

Title: Adm. Assistant

Executed on this 27th day of August, 2002

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, KAREN L. ROWELL, a Notary Public of the County and State aforesaid, certify that DON APPE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of August, 2002.

[Signature]
Notary Public

Commission Expires:

2/10/03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Forty-seven (47)
- II. DESCRIPTION OF CARS: 5250 cu. ft. Covered Hoppers, loading to 286,000 lbs.
- III. CAR NUMBERS:
- | | | | |
|-------------|-------------|-------------|-------------|
| FURX 850045 | FURX 850437 | FURX 850785 | FURX 850898 |
| FURX 850095 | FURX 850446 | FURX 850797 | FURX 850902 |
| FURX 850188 | FURX 850466 | FURX 850798 | FURX 850904 |
| FURX 850251 | FURX 850480 | FURX 850803 | FURX 850908 |
| FURX 850293 | FURX 850499 | FURX 850821 | FURX 851000 |
| FURX 850313 | FURX 850568 | FURX 850828 | FURX 851005 |
| FURX 850320 | FURX 850573 | FURX 850841 | FURX 851026 |
| FURX 850327 | FURX 850703 | FURX 850847 | FURX 851030 |
| FURX 850402 | FURX 850755 | FURX 850860 | FURX 851050 |
| FURX 850414 | FURX 850756 | FURX 850861 | FURX 851060 |
| FURX 850423 | FURX 850764 | FURX 850883 | FURX 851073 |
| FURX 850434 | FURX 850774 | FURX 850892 | |

ASSGN. NO.: ABB1022

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 24, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Demizowski
Name: K.A. Demizowski
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 3rd day of Sept., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of September, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ACKERMAN, BEARDSLEY, BENNETT, INC.

By: [Signature]

Name: DON APPE

Title: PREC

ATTEST:

By: [Signature]

Name: KAREN C. ROWELL

Title: Adm Assistant

Executed on this 27th day of August, 2001.

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, Karen L. Rowell, a Notary Public of the County and State aforesaid,
certify that Don Appe personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of August, 2002.

[Signature]
Notary Public

Commission Expires:

2/10/03
(Notary Public)

EXHIBIT A
to
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I. NUMBER OF CARS: Forty-seven (47)

II. DESCRIPTION OF CARS: 5250 cu. ft. Covered Hoppers, loading to 286,000 lbs.

III. CAR NUMBERS:

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FURX 850188	FURX 850466	FURX 850798	FURX 850904
FURX 850251	FURX 850480	FURX 850803	FURX 850908
FURX 850293	FURX 850499	FURX 850821	FURX 851000
FURX 850313	FURX 850568	FURX 850828	FURX 851005
FURX 850320	FURX 850573	FURX 850841	FURX 851026
FURX 850327	FURX 850703	FURX 850847	FURX 851030
FURX 850402	FURX 850755	FURX 850860	FURX 851050
FURX 850414	FURX 850756	FURX 850861	FURX 851060
FURX 850423	FURX 850764	FURX 850883	FURX 851073
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